

Wheeler Real Estate Investment Trust, Inc.
 Form 4
 August 26, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Wheeler Jon S

2. Issuer Name and Ticker or Trading Symbol
 Wheeler Real Estate Investment Trust, Inc. [WHLR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 08/26/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
 Chief Executive Officer

2529 VIRGINIA BEACH BOULEVARD, SUITE 200

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

VIRGINIA BEACH, VA 23452

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 08/26/2013 | 08/26/2013 | P | 2,200 A | \$ 4.3 82,200 | D | |
| Common Stock | | | | | 2,572 | I | Controlling interests in a limited partnership |
| Common Stock | | | | | 1,600 | I | Shares owned by a dependent child |

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- Pursuant to the Partnership Agreement of Wheeler Real Estate Investment Trust LP (the "Partnership"), holders of common units of the Partnership may, after a one year holding period, elect to exchange their common units for common stock in Wheeler Real Estate Investment Trust Inc. (the "Company") on a one-for-one basis. Upon a redemption request, the Company has the option to purchase the common units directly, either in cash or in common stock of the Company, at an exchange rate of one-for-one.
- (1) Partnership may, after a one year holding period, elect to exchange their common units for common stock in Wheeler Real Estate Investment Trust Inc. (the "Company") on a one-for-one basis. Upon a redemption request, the Company has the option to purchase the common units directly, either in cash or in common stock of the Company, at an exchange rate of one-for-one.
 - (2) All common units have been held for less than one year and therefore may not be currently exchanged.
 - (3) These derivative securities do not have an expiration date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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